

RECORDATION NO. 24191-B FILED

APR 25 '06

4-37 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 25, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of April 24, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement previously filed with the Board under Recordation Numbers 24191 and 24191-A.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing & Capital LLC  
100 Federal Street  
Boston MA 02110

Assignee: PNC Equipment Finance, LLC  
Two PNC Plaza  
620 Liberty Avenue  
Pittsburgh PA 15222

Mr. Vernon A. Williams  
April 25, 2006  
Page two

A description of the railroad equipment covered by the enclosed document is:

8 coach cars, lounge cars and sleeper cars bearing AOE road numbers 800109, 800231, 300310, 800311, 800754, 800741, 800753 and 002233.


A short summary of the document to appear in the index is:

Memoranda of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, reading "Edward M. Luria".

Edward Luria

RWA/sem  
Enclosures

MEMORANDUM OF ASSIGNMENT  
OF LEASE AGREEMENT

between

BANC OF AMERICA LEASING & CAPITAL, LLC  
("Assignor")

and

PNC EQUIPMENT FINANCE, LLC  
("Assignee")

April 24 2006

Filed with the Surface Transportation Board  
pursuant to U.S.C. §11301 on  
\_\_\_\_\_, 2006 at \_\_\_\_\_ a.m./p.m.  
Recordation Number \_\_\_\_\_

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SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of April 24, 2006 by and between BANC OF AMERICA LEASING AND CAPITAL, LLC ("Assignor") and PNC EQUIPMENT FINANCE, LLC ("Assignee").

1. Assignor as lessor and AOE Equipment, LLC as lessee have heretofore entered into Memorandum of Lease Agreement entered into as of October 30, 2002 (the "Memorandum A") pertaining to the four (4) sleeper coach, club lounge and crew sleeper railcars described on Schedule 1 hereto and leased pursuant to that certain Lease Intended as Security dated as of October 30, 2002 (the "Lease") and Schedule to Lease Intended as Security No. 002 thereto dated October 31, 2002 ("Schedule No. 002").
2. Assignor as lessor and AOE Equipment LLC as lessee have heretofore entered into a Memorandum of Lease Agreement entered into as of October 31, 2002 ("Memorandum B") pertaining to four (4) sleeper coach and crew sleeper railcars described on Schedule 1 hereto and leased pursuant to the Lease Agreement and Schedule No. 002.
3. Memorandum A was filed and recorded as Recordation No. 24191 with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and 49 CFR 1177 on October 30, 2002 at 12:04 p.m.
4. Memorandum B. was filed and recorded as Recordation No. 24191-A with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and 49 CFR 1177 on October 31, 2002 at 11:33 a.m.
5. Assignor has assigned to Assignee all right, title and interest of Assignor in and to the railcars described on Schedule 1 hereto and in and to the Lease Agreement and Schedule No. 002.
6. Assignor and Assignee desire to confirm of record the assignment to Assignee of the rights of Assignor under the Lease Agreement and Schedule No. 002.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor have assigned to Assignee all right, title and interest of Assignor in, to and under the Lease Agreement, Schedule No. 002 and the railcars described on Schedule 1 hereto, leased thereunder and Assignee has accepted such assignment.

THIS Memorandum of Assignment of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment of Lease Agreement.

IN WITNESS WHEREOF, the parties have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

BANC OF AMERICA LEASING AND  
CAPITAL, LLC

By: Janet E. Ganley

Name: Janet E. Ganley

Title: Assistant Vice President

State of MASSACHUSETTS )

County of SUFFOLK )

On this 1<sup>st</sup> day of April, 2006, before me appeared Janet E. Ganley  
the person who signed this instrument, who acknowledged that (s)he is the  
Asst Vice President of BANC OF AMERICA LEASING AND CAPITAL, LLC, and that,  
having duly authorized, (s)he signed such instrument as a free action on behalf of such  
company.

Witness my hand and seal

Robin W. Donova  
Notary Public

My commission expires:

11/30/12

ASSIGNEE:

PNC EQUIPMENT FINANCE, LLC

By: [Signature]

Name: David Keener

Title: Vice President

COMMONWEALTH OF PENNSYLVANIA )

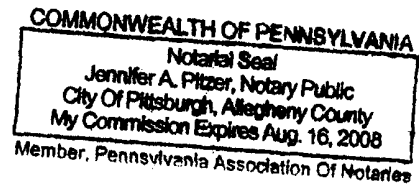
COUNTY OF ALLEGHENY )

On this 26 day of April, 2006 before me appeared David J. Keener, the person who signed this instrument, who acknowledged that (s)he is the Vice President of PNC EQUIPMENT FINANCE, LLC, and, that, being duly authorized, (s)he signed such instrument as a free act on behalf of such company.

Witness my hand and seal

[Signature]  
Notary Public

My commission expires: August 16, 2008



Schedule 1

Description	Car Number
-------------	------------

Memorandum A

- |    |   |        |
|----|---|--------|
| 1. | Sleeper Coach Railcar ("Vienna" – Original No.: Amt 2269)     | 800109 |
| 2. | Sleeper Coach Railcar ("Monte Carlo" - Original No: B&O 7045) | 800231 |
| 3. | Club Lounge Railcar ("Seattle" - Original No: 4588)           | 800310 |
| 4. | Club Lounge Railcar ("Rocky Mountain" - Original No. 4596)    | 800311 |

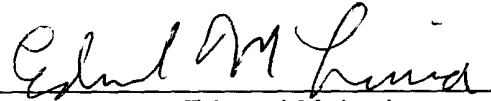
Memorandum B

- |    |   |        |
|----|---|--------|
| 5. | Sleeper Coach Railcar ("Charleston" - Original No: 4606)      | 800754 |
| 6. | Sleeper Coach Railcar ("Savannah" - Original No: 4619)        | 800741 |
| 7. | Sleeper Coach Railcar ("Bar Harbor" - Original No: 4624)      | 800753 |
| 8. | Crew Sleeper Railcar ("Pacific Star" - Original No: Amt 2233) | 002233 |

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 25, 2006

  
Edward M. Luria